

JUL 12 '12 -9 00 AM

SURFACE TRANSPORTATION BOARD



July 12, 2012

Chief, Section of Administration
Office of Proceedings
Surface Transportation Board
395 E Street, SW
Washington, DC 20423-0001

Dear Chief,

Please find attached one (1) copy of the Memorandum of Assignment and Assumption Agreement dated June 21, 2012 between the following parties:

Assignor: The David J. Joseph Company
300 Pike Street
Cincinnati, OH 45202

Assignee: Rail Connection, Inc.
737 Eleanor Industrial Park
Eleanor, WV 25070

Please see Schedule 1, attached hereto, for the equipment, (18) railcars, involved in this transaction.

This filing is to appear in the index as follows: Memorandum of Assignment and Assumption Agreement dated June 21, 2012 related to eighteen (18) railcars bearing reporting marks: SOCX4166 through SOCX4218, sporadic.

Please file this as a secondary document under Recordation Number 30205-A as it relates to a document previously filed with the Surface Transportation Board under Recordation Number 30205. The filing fee in the amount of \$41.00 can be charged to our account.

Should you have any questions or need further information, please do not hesitate to contact me at (513) 419-6105.

Sincerely,

Shirley Terry
Administrative Assistant

JUL 12 '12 -9 00 AM

**MEMORANDUM OF
ASSIGNMENT AND ASSUMPTION AGREEMENT**

SURFACE TRANSPORTATION BOARD

This Memorandum of Assignment and Assumption Agreement ("Memorandum of Assignment Agreement") made and entered into as of June 21, 2012 by and between THE DAVID J. JOSEPH COMPANY, a Delaware Corporation ("Assignor") and RAIL CONNECTION, INC., a West Virginia corporation ("Assignee").

WITNESSETH:

1. Assignor has agreed to assign to Assignee that certain Railroad Equipment Lease between The David J. Joseph Company and BP Products North America Inc. for eighteen (18) railcars bearing the railroad reporting markings set forth on Schedule I.
2. This Memorandum of Assignment Agreement shall be effective as of the date first set forth below and shall be subject to the Lease Term. as defined in the Lease.

THE REMAINDER OF THIS PAGE PURPOSELY LEFT BLANK

IN WITNESS WHEREOF, the parties hereto have caused this Memorandum of Assignment Agreement to be executed and delivered by their duly authorized representatives as of the date set forth above, and shall be effective as of the Closing Date specified in Purchase and Sale Agreement by and between Assignor and Assignee dated as of June 21, 2012.

THE DAVID J. JOSEPH COMPANY

By: Kelly C. Poellein

Name: Kelly C. Poellein

Title: Vice President Finance, Brokerage

RAIL CONNECTION, INC.

By: Warren K. Higginbotham

Name: Warren K. Higginbotham

Title: Vice President

STATE OF OHIO)
) SS:
COUNTY OF HAMILTON)

On this 21st day of June, 2012, before me the subscriber, Angela Denise Watts a Notary Public, duly commissioned, qualified and acting, within and for said County and State, appeared in person the within named Kelly C. Poellein to me personally known, who stated and acknowledged that he is the Vice President Finance, Brokerage of The David J. Joseph Company, a Delaware corporation, and duly authorized by authority of the Board of Directors or By-laws of said corporation in his capacity as such officer to execute and acknowledge this document for and in the name and on behalf of said corporation and further stated and acknowledged that he has so signed, executed and delivered this document as the free and voluntary act and deed of said corporation, for the consideration, uses and purposes therein mentioned and set forth and desired that the same might be recorded as such.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal this 21st day of June, 2012.

Angela Denise Watts
(Notary Signature)

My commission expires:

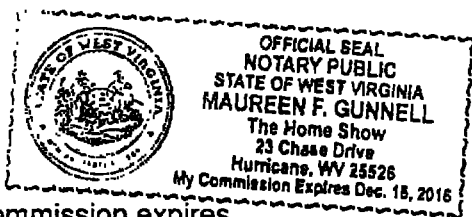
None

ANGELA DENISE WATTS
Attorney at Law
Notary Public, State of Ohio
My Commission Has No Expiration
Date Section 147.03 O.R.C

STATE OF WV)
COUNTY OF Dutman) SS:

On this 26th day of June, 2012, before me the subscriber, Maureen F. Gunnell, a Notary Public, duly commissioned, qualified and acting, within and for said County and State, appeared in person the within named Warren K. Higginbotham, to me personally known, who stated and acknowledged that he/she is the Vice-President of Rail Connection, Inc., a West Virginia corporation, and duly authorized by authority of the Board of Directors or By-laws of said corporation in his/her capacity as such officer to execute and acknowledge this document for and in the name and on behalf of said corporation and further stated and acknowledged that he/she has so signed, executed and delivered this document as the free and voluntary act and deed of said corporation, for the consideration, uses and purposes therein mentioned and set forth and desired that the same might be recorded as such.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal this 26th day of June, 2012.



My commission expires.

Maureen F. Gunnell
(Notary Signature)

12-15-2016

**SCHEDULE I
TO
MEMORANDUM OF ASSIGNMENT AND ASSUMPTION AGREEMENT**

CARS

Eighteen (18), railcars bearing reporting marks:

SOCX 4166
SOCX 4170
SOCX 4173
SOCX 4174
SOCX 4178
SOCX 4179
SOCX 4182
SOCX 4184
SOCX 4185
SOCX 4186
SOCX 4200
SOCX 4201
SOCX 4203
SOCX 4205
SOCX 4206
SOCX 4208
SOCX 4209
SOCX 4218

LEASE: Railroad Equipment Lease dated December 15, 2011 between The David J. Joseph Company and BP Products North America Inc.